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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning _____, and ending _____

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Spivey Family Foundation Inc Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road City or town, state, and ZIP code Wilmington DE 19809-1377	A Employer identification number 20-1296242
	B Telephone number (see page 10 of the instructions) (800) 839-1754	
	C If exemption application is pending, check here ► <input type="checkbox"/>	
	D 1 Foreign organizations, check here ► <input type="checkbox"/>	
	2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 552,430	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	21	21		
4 Dividends and interest from securities	12,844	12,844		
5 a Gross rents				
b Net rental income or (loss) _____				
6 a Net gain or (loss) from sale of assets not on line 10	-85,280			
b Gross sales price for all assets on line 6a 259,389				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-72,415	12,865		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	3,784	3,784		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	7,196			7,196
24 Total operating and administrative expenses.				
Add lines 13 through 23	10,980	3,784		7,196
25 Contributions, gifts, grants paid	20,050			20,050
26 Total expenses and disbursements Add lines 24 and 25	31,030	3,784		27,246
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-103,445			
b Net investment income (if negative, enter -0-)		9,081		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form 990-PF (2009)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	8,607	32,458	32,458
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	66,000	17,000	16,675
	b Investments—corporate stock (attach schedule)	471,255	344,811	340,721
	c Investments—corporate bonds (attach schedule)	52,799	100,947	105,976
	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	25,200	25,200	56,600
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	623,861	520,416	552,430
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	623,861	520,416	
	30 Total net assets or fund balances (see page 17 of the instructions)	623,861	520,416	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	623,861	520,416	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	623,861
2 Enter amount from Part I, line 27a	2	-103,445
3 Other increases not included in line 2 (itemize) ►	3	0
4 Add lines 1, 2, and 3	4	520,416
5 Decreases not included in line 2 (itemize) ►	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	520,416

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brck warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities		P	Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 259,389		344,669	-85,280	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-85,280
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	{ }		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	40,010	632,080	0 063299
2007	24,550	750,695	0 032703
2006	22,969	756,814	0 030350
2005	24,218	709,003	0 034158
2004	9,650	296,730	0 032521

2 Total of line 1, column (d)

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

2	0 193031
3	0 038606
4	494,122
5	19,076
6	91
7	19,167
8	27,246

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2009 estimated tax payments and 2008 overpayment credited to 2009

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 161

6b

6c 0

6d

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be **Credited to 2010 estimated tax**

70

Refunded ►

7 161

8 0

9 0

10 70

11 0

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

X

c Did the foundation file Form 1120-POL for this year?

X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

X

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

X

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

X

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

X

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

X

8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► DE

X

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*

X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X
14	The books are in care of ► c/o Foundation Source Located at ► 501 Silverside Road, Suite 123, Wilmington, DE	Telephone no ►	(800) 839-1754
15	ZIP+4 ► 19809-1377	and enter the amount of tax-exempt interest received or accrued during the year ►	15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a	During the year did the foundation (either directly or indirectly)	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	
1b	1b N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? ►	
1c	1c X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ►	
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	
3b	3b N/A	
4a	4a X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	
4b	4b X	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the

tax because it maintained expenditure responsibility for the grant?

*If "Yes," attach the statement required by Regulations section 53.4945–5(d)***6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?**5b** N/A**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870***6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**7b** N/A**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

►

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
	----- -----	
2		
	----- -----	
All other program-related investments See page 24 of the instructions		
3		
	----- -----	
Total. Add lines 1 through 3		► 0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	430,261
b	Average of monthly cash balances	1b	14,786
c	Fair market value of all other assets (see page 24 of the instructions)	1c	56,600
d	Total (add lines 1a, b, and c)	1d	501,647
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	501,647
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	7,525
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	494,122
6	Minimum investment return. Enter 5% of line 5	6	24,706

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	24,706
2a	Tax on investment income for 2009 from Part VI, line 5	2a	91
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	91
3	Distributable amount before adjustments Subtract line 2c from line 1	3	24,615
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	24,615
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	24,615

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	27,246
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	27,246
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	91
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,155

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				24,615
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			27,213	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 27,246				
a Applied to 2008, but not more than line 2a			27,213	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				33
e Remaining amount distributed out of corpus		0		
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0		0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0		
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				24,582
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)**N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

4942(j)(3) or 4942(j)(5)

	Tax year (a) 2009	Prior 3 years			(e) Total
		(b) 2008	(c) 2007	(d) 2006	
2 a	0				0
b	0	0	0	0	0
c	0				0
d					0
e					0
	0	0	0	0	0
3					
a					0
(1)					0
(2)					0
b	0				0
c					0
(1)					0
(2)					0
(3)					0
(4)					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

Cynthia Spivey

Eric W Spivey

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT				
Total				
b Approved for future payment NONE				► 3a 20,050
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21	
4 Dividends and interest from securities			14	12,844	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-85,280	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-72,415	0
13 Total Add line 12, columns (b), (d), and (e)			13		-72,415

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1		NONE	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		
	</	

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

Title

President

Sign Here Paid Preparer's Use Only		Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions)
	Preparer's signature ► Jeffrey D. Haskell	04/27/2010		
	Firm's name (or yours if self-employed), address, and ZIP code ► FOUNDATION SOURCE 55 WALLS DRIVE, FAIRFIELD, CT 06824		EIN ►	Phone no (800) 839-1754

The Spivey Family Foundation Inc.
EIN: 20-1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 16c – Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
INVESTMENT MANAGEMENT SERVICES	\$3,784	\$3,784		\$0
TOTAL:	\$3,784	\$3,784		\$0

The Spivey Family Foundation Inc.
EIN: 20-1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 23 – Other expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ADMINISTRATIVE FEES	\$7,196	\$0	\$0	\$7,196
TOTAL:	\$7,196	\$0		\$7,196

The Spivey Family Foundation Inc.
EIN: 20-12996242
Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10a - Columns (b) & (c) – U.S. and State Government Obligations

<u>Shares</u>	<u>Description/Symbol/CUSIP Number</u>	<u>Line 10a - Column (b) Book Value</u>	<u>Line 10a - Column (c) Fair Market Value</u>
17000	FEDERAL HOME LN MTG CORP 4 50000% 12/30/2019 (3128X9QV5)	\$17,000.00	\$16,675.30
	TOTAL	\$17,000	\$16,675

The Spivey Family Foundation Inc.
ELN: 20-1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
565	AMERICAN EAGLES OUTFITTERS INC (AEO)	\$11,008 06	\$9,593 70
1120	BOSTON PRIVATE FINANCIAL HOLDINGS, INC - COMMONS (BPFH)	\$8,202 87	\$6,462 40
4	BERKSHIRE HATHAWAY INC CLASS B (BRK-B)	\$15,307 31	\$13,144 00
850	COLEMAN CABLE, INC (CCIX)	\$2,890 00	\$2,890 00
395	COMCAST CORP CLA (CMCSA)	\$6,659 70	\$7,800 32
150	CONSOL ENERGY INC (CNX)	\$7,470 00	\$6,793 50
255	CINTAS CRP (CTAS)	\$10,944 61	\$6,647 85
235	CABLEVISION SYSTEMS CORP CL A (CVC)	\$2,844 88	\$6,067 70
174	DIRECTV GROUP (DTV)	\$2,435 06	\$5,802 90
320	HOME DEPOT INC (HD)	\$9,257 60	\$12,702 37
150	ILLINOIS TOOL WORKS (ITW)	\$7,934 04	\$7,198 50
120	JOHNSON & JOHNSON (JNJ)	\$7,331 20	\$7,729 20
510	KEY ENERGY SERVICES INC (KEG)	\$5,942 21	\$4,482 90
92	KRAFT FOODS INC (KFT)	\$2,144 47	\$2,500 56
380	KROGER CO (KR)	\$8,431 13	\$7,801 40
140	KOHL'S CORP (KSS)	\$5,941 04	\$7,550 20
17	LIBERTY MEDIA CORP STARZ (LSTZA)	\$372 26	\$784 55
540	LEUCADIA NATL CORP (LUK)	\$10,056 49	\$12,846 60
220	ALTRIA GROUP INC (MO)	\$2,100 71	\$4,318 60
210	MICROSOFT CORPORATION (MSFT)	\$4,556 38	\$6,400 80
315	MYR GROUP INC DEL COM (MYRG)	\$4,904 37	\$5,692 05
340	ANNALY MTG MGMT INC COM (NLY)	\$4,944 01	\$5,899 00
720	NORTHERN OIL & GAS, INC (NOG)	\$6,566 06	\$8,324 80
17	N V R INC (NVR)	\$9,124 15	\$12,082 07
415	ORION MARINE GROUP INC - COMMON (ORN)	\$4,796 17	\$8,739 90
430	PFIZER INC (PFE)	\$10,486 46	\$7,821 70
80	PROCTER GAMBLE CO (PG)	\$4,026 33	\$4,350 40
60	PHILIP MORRIS INT'L (PM)	\$1,313 44	\$2,891 40

The Spivey Family Foundation Inc.
 EIN: 20-1296242
 Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
260	REPUBLIC SVCS INC (RSG)	\$5,542.33	\$7,360.60
790	SEABRIGHT INSURANCE HOLDINGS, INC (SBX)	\$12,442.50	\$9,077.10
100	SHERWIN-WILLIAMS CO (SHW)	\$6,026.86	\$6,165.00
850	SYNOVUS FINL CP (SNV)	\$8,165.82	\$1,742.50
3832	SCHWAB SHORTTERM BOND MARKET FUND (SWBDX)	\$34,532.65	\$34,261.01
3809	SCHWAB TOTAL BOND MARKET FUND (SWLBX)	\$34,584.50	\$34,090.81
115	STRYKER CORPORATION (SYK)	\$4,274.15	\$5,792.55
120	TELEPHONE & DATA SYS INC (TDS)	\$5,102.27	\$4,070.40
105	TERMO FISHER SCIENTIFIC INC (TMO)	\$3,899.50	\$5,007.45
322	TOWER GROUP INC (TWGP)	\$9,358.29	\$7,538.02
80	TYCO INTERNATIONAL LTD. (TYC)	\$3,278.91	\$2,854.40
245	WALGREEN CO (WAG)	\$5,778.79	\$8,996.40
230	WELLS FARGO & CO (WFC)	\$8,021.88	\$6,207.70
125	WELLPOINT INC (WLP)	\$6,289.49	\$7,286.25
640	HORSEHEAD HOLDING CORP (ZINC)	\$9,128.60	\$8,160.00
TOTAL		\$344,811	\$340,721

The Spivey Family Foundation Inc.
EIN: 20-12996242
Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
14000	AFLAC INC SR NT 8 500000% 05/15/2019 (001055AC6)	\$14,776.91	\$16,171.40
15000	AUTOTZONE INC BONDS 5 500% 11/15/2015 (053332AF9)	\$13,760.71	\$15,914.10
21000	BANK OF THE CASCADES FDIC TLGP 2 65000% 02/12/2012 (06426DAB0)	\$20,854.97	\$21,000.00
9000	CATERPILLAR INC NTS - 7 900% - 12/15/2018 (149123BQ3)	\$9,426.50	\$10,997.71
31000	GENERAL ELEC CAP CORP MTN BE 5 10000% 04/25/2018 (36962GBS2)	\$31,062.93	\$29,934.53
11000	WELLPOINT INC NOTE 06 00000% 02/15/2014 (94973VAQ0)	\$11,064.96	\$11,958.21
	TOTAL	\$100,947	\$105,976

The Spivey Family Foundation Inc.
EIN: 20-1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 13 - Investments - Other

<u>Asset Description</u>	<u>Line 13 - Column (b) Book Value</u>	<u>Line 13 - Column (c) Fair Market Value</u>
Webroot Software, Inc (WEBROOT)	\$25,200 00	\$56,600 00
TOTAL INVESTMENTS - OTHER	\$25,200	\$56,600

The Spivey Family Foundation Inc.
EIN: 20- 1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2009

Pursuant to IRC Regulation 53.4945-5(d)(2), The Spivey Family Foundation Inc. provides the following information for one grant:

(i)	Grantee	Ganna Walska Lotusland Foundation* 695 Ashley Road Santa Barbara, CA 93108
(ii)	Date of Grant	December 17, 2008
	Amount of Grant	\$4,000
(iii)	Purpose of Grant	Funding for the Fourth Grade Outreach Program run by Ganna Walska Lotusland Foundation.
(iv) & (vi)	Reports of Amounts Expended	Ganna Walska Lotusland Foundation submitted a full and complete report dated May 15, 2009 of its expenditure of the entire amount of the December 2008 grant.
(v)	Diversions	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
(vii)	Verification	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

*On December 17, 2008, the date of the above grant, Ganna Walska Lotusland Foundation was a private foundation. Thereafter, said organization received an advanced ruling letter indicating that it would be treated as an organization described in Section 509(a)(2) of the Internal Revenue Code of 1986, as amended, for a 60 month period beginning on January 1, 2009. Accordingly, the Spivey Family Foundation Inc. was not required to exercise expenditure responsibility in connection with the grants made to Ganna Walska Lotusland Foundation in 2009.

The Spivey Family Foundation Inc.
Ein: 20-1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part VIII, Line 1 - List all foundation officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Eric W Spivey c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 President / Director / Secretary hour(s) per week	\$0.00	\$0.00	\$0.00
Austin Spivey c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Vice President hour(s) per week	\$0.00	\$0.00	\$0.00
Cynthia Spivey c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Vice President / Director hour(s) per week	\$0.00	\$0.00	\$0.00
Sanford Spivey c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Vice President hour(s) per week	\$0.00	\$0.00	\$0.00
Sheldon Spivey c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Vice President hour(s) per week	\$0.00	\$0.00	\$0.00

The Spivey Family Foundation Inc.
EIN: 20-1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Recipient name and address (home or business)</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION INC 225 N MICHIGAN AVE 1700, CHICAGO, IL 60601	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$250 00
AMERICAN CANCER SOCIETY 2186 KNOLL DR. SUITE A, VENTURA, CA 93003	N/A	509(a)(1)	CHARITABLE EVENT	\$75 00
EAST SIDE HOUSE INC 337 ALEXANDER AVE, BRONX, NY 10454	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$600 00
GANNA WALSKA LOTUSLAND FOUNDATION 695 ASHLEY RD, SANTA BARBARA, CA 93108	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$4,450 00
KATONAH MUSEUM OF ART INC 134 JAY ST, KATONAH, NY 10536	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$100 00
SANTA BARBARA CENTER FOR THE PERFORMING ARTS INC 1216 STATE ST STE 201, SANTA BARBARA, CA 93101	N/A	509(a)(1)	GRANADA CAPITAL CAMPAIGN	\$5,000 00
SANTA BARBARA COTTAGE HOSPITAL FOUNDATION PUEBLO AT BATH, SANTA BARBARA, CA 93102	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,050 00
SANTA BARBARA HIGH SCHOOL 700 E ANAPAMU STREET, SANTA BARBARA, CA 93103	N/A	509(a)(1)	SBHS GIRLS SOCCER PROGRAM	\$350 00

The Spivey Family Foundation Inc.
EIN: 20-1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SANTA BARBARA HIGH SCHOOL 700 E ANAPAMU STREET, SANTA BARBARA, CA 93103	N/A	509(a)(1)	TODD HEIL'S SBHS BOYS SOCCER TRUST	\$350.00
SANTA BARBARA POLICE ACTIVITIES LEAGUE PO BOX 91121, SANTA BARBARA, CA 93190	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500.00
SANTA BARBARA SOCCER CLUB PO BOX 60208, SANTA BARBARA, CA 93160	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$2,250.00
SANTA BARBARA SOCCER CLUB PO BOX 60208, SANTA BARBARA, CA 93160	N/A	509(a)(2)	COLLEGE PROGRAM	\$2,500.00
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620, SANTA BARBARA, CA 93130	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500.00
THE BREAST CANCER RESOURCE CENTER OF SANTA BARBARA 525 W JUNIPERO ST, SANTA BARBARA, CA 93105	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$300.00
THE FRIENDSHIP PADDLE 920 GARDEN ST STE A, SANTA BARBARA, CA 93101	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$200.00
UNIVERSITY OF CALIFORNIA SANTA BARBARA DEVELOPMENT OFFICE, SANTA BARBARA, CA 93106	N/A	509(a)(1)	MEN'S SOCCER DEPARTMENT OF INTERCOLLEGIATE ATHLETICS	\$1,500.00

The Spivey Family Foundation Inc.
EIN: 20-1296242
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Recipient name and address (home or business)</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
UNIVERSITY OF CALIFORNIA SANTA BARBARA DEVELOPMENT OFFICE, SANTA BARBARA, CA 93106	N/A	509(a)(1)	MEN'S LACROSSE CAMPAIGN	\$75 00
TOTAL:				\$20,050